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OFFICE OF PETITIONS

DECLARATION UNDER CFR 1.47(b) BY
WEBFACE INC. IN BEHALF OF
NON-SIGNING INVENTOR, JOHN LEROY SILVERS

JONATHAN STAR, a citizen of the United States and President of Webface Inc., a New York State corporation having executive offices at 25 Sea Isle Drive, South Fallsburg, New York 12779, hereby declares the following:

1. Webface Inc. is the owner by assignment of the invention of John Leroy Silvers (hereinafter Silvers) entitled "System and Method of Disharmonic Frequency Multiplexing" set forth in the regular patent application bearing this title annexed to this Declaration under CFR 1.47(b). The annexed regular patent application is accompanied by a Declaration For Patent Application.

2. The address of Silvers is 6180 N.W. 31st Terr, Fort Lauderdale, Florida 33309. The name and address of legal counsel to Silvers is Stephen J. Finta, Esq., 15 Middle River Drive, Fort Lauderdale, Florida 33304.

3. Attached hereto of evidence of this ownership is Exhibit A, a true copy of an Assignment of Invention and Patent Application executed by Silvers on October 7, 1997 in which he assigned to Webface Inc. the right, title and interest in his invention entitled "System and Method of Disharmonic Frequency Multiplexing" and "the application for the United States patent therefor."

4. This patent application bearing the same title was filed as provisional application 60/061,335 on October 8, 1997, one day after the assignment was executed. Hence while the assignment refers to this application by its title, the filing date is not stated therein.

5. As owner of the invention and the patent application based thereon, Webface Inc. engaged Michael Ebert (Reg. # 15,443) of the firm of Hopgood, Calimafde, Kalil and Judlowe in New York City to prepare a regular patent application for the signature of Silvers, for unless a timely regular patent application is filed, the provisional application becomes worthless.

6. This regular application prepared by Michael Ebert which is based on the pending provisional application and sets forth the same subject matter was submitted by the firm of Goldston & Schwab of New York City, general counsel to Webface Inc., to Stephen J. Finta, legal counsel to Silvers, requesting the signature of Silvers on the regular patent application.

7. The regular application was not submitted directly to Silvers for signature because of an existing dispute between Silvers and Webface Inc. regarding allegedly unpaid wages and other matters in which Silvers is represented by Mr. Finta, and Webface Inc. is represented by Mr. Goldston of Goldston and Schwab.

8. Mr. Finta, counsel to Silvers, advised Mr. Goldston by telephone on July 6, 1998 that Silvers refuses to execute the submitted regular patent application owing to his present dispute with Webface.

9. As evidenced by Exhibit B, the fact that Silvers refuses to sign the regular patent application is confirmed by a letter dated July 8, 1998 from Allan Goldston to Stephen J. Finta.

10. Since Silvers refuses to sign the regular patent application submitted to him disclosing and claiming his invention, Webface Inc. in order to protect its ownership of the invention and preserve its rights thereto, finds it necessary to file the regular patent application in behalf of Silvers, the non-signing inventor.

11. Upon information and belief, the undersigned President of Webface Inc. which owns the Silvers invention and the patent application therefor avers those facts that the inventor Silvers is required to state pursuant to CFR 1.64(b).

Date: 16 July 97 Jmmmm A
JONATHAN STAR
President of Webface Inc.

State of New York
County of New York

Subscribed and sworn to before me
this 16th day of July, 1998.

Alan Goldston
Notary Public

ALAN GOLDSTON
Notary Public, State of New York
No. 02G05016015
Qualified in Westchester County
Commission Expires August 2, 1999

Assignment of Invention and Patent Application

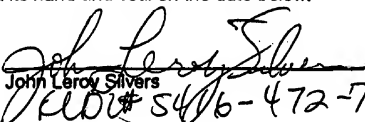
For value received, John Leroy Silvers, of Ft. Lauderdale, Florida (hereinafter ASSIGNOR), hereby sells, assigns, transfers, and sets over unto Webface Inc. (hereinafter ASSIGNEE) 100% of the following: (A) ASSIGNOR'S right, title, and interest in the invention related to frequency multiplexing and/or bandwidth expansion, and used for enhanced transmission and storage of digital information, and entitled, "System and Method of Disharmonic Frequency Multiplexing" invented by ASSIGNOR; (B) the application for the United States patent therefor,

signed by ASSIGNOR on _____, U.S. Patent and Trademark Office Serial

Number _____, filed on _____; (C.) any patent or reissues of any patent that may be granted thereon; and (D) any applications which are continuations, continuations-in-part, substitutes, or divisions of said application. ASSIGNOR authorizes ASSIGNEE to enter the date of signature and/or Serial Number and Filing Date in the spaces above, and to make revisions in the above listed title of the invention, if need be, in order to match the exact title of the invention as it appears on the final patent application. ASSIGNOR also authorizes and requests the Assistant Commissioner for Patents to issue any resulting patent(s) as follows: 0% to ASSIGNOR and 100% to ASSIGNEE. (The singular shall include the plural and vice versa herein.)

ASSIGNOR hereby further sells, assigns, transfers, and sets over unto ASSIGNEE, the above percentage of the ASSIGNOR'S entire right, title, and interest in and to said invention in each and every country foreign to the United States; and ASSIGNOR further conveys to ASSIGNEE the above percentage of all priority rights resulting from the above-identified application for United States patent. ASSIGNOR agrees to execute all papers, give any required testimony and perform other lawful acts, at ASSIGNEE's expense, as ASSIGNEE may require to enable ASSIGNEE to perfect ASSIGNEE's interest in any resulting patent of the United States and countries foreign thereto, and to acquire, hold, enforce, convey, and uphold the validity of said patent and reissues and extensions hereof, and ASSIGNEE'S interest therein. If a Provisional Patent Application is filed, upon which the above-identified United States patent application is based, and if ASSIGNOR fails to submit a United States Patent Application, or a patent application of any country foreign to the United States, within eight months of the recorded date of the Provisional Patent Application, then ASSIGNEE, or its designee, will have full legal rights to submit a patent of the United States, and of all countries foreign to the United States, on behalf of ASSIGNOR.

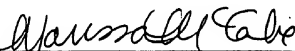
In testimony whereof ASSIGNOR has hereunto set its hand and seal on the date below:

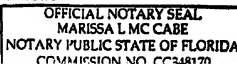

John Leroy Silvers

State: Florida

County: Broward

Subscribed and sworn to before me this 7 th day of October 1997.


Notary Public



Goldston & Schwab LLP
310 Madison Avenue, Suite 1905
New York, New York 10017
Tel: (212) 953-0400 Fax: (212) 953-0447

Exhibit B

July 8, 1998

By Fax 954-568-1870

Stephen J. Finta, Esq.
Suite 308
915 Middle River Drive
Ft. Lauderdale, FL 33304

Re: Webface, Inc. v. Silvers

Dear Mr. Finta:

Thank you for your courtesy in returning my call earlier this week. I am, of course, disappointed to hear from you that Mr. Silvers will not execute the Regular Patent Application at this time. Accordingly, Webface, Inc. will have to proceed with the application without his cooperation. Should he reconsider his position, please let me know at the earliest opportunity, and we would be pleased to amend the filing to indicate his participation.

I look forward to meeting you tomorrow at the deposition.

Very truly yours,

Alan M. Goldston

